

# EXHIBIT A

**AFFIDAVIT OF TARA C. GIBSON**

**STATE OF ALABAMA**           )  
  )  
**MONTGOMERY COUNTY**       )

Before me, a notary public in and for said state and county, personally appeared Tara C. Gibson, who after being first duly sworn, deposes and says as follows:

1. My name is Tara C. Gibson. I am a resident of Alabama. I am currently employed as the Employee Relations Administrator, Colonial Bank, N.A., and, in such capacity, file this Affidavit in support of Colonial's motions for summary judgment regarding the lawsuits filed by Kitty Graham and Susan Guy.

2. I am authorized to make this affidavit and am competent to testify at trial regarding the statements made in this affidavit.

3. In January 2005, Colonial eliminated several positions within the Family Insurance section of the Wealth Management Division pursuant to a comprehensive organizational restructuring of the division, including the positions of Family Insurance Manager and two Platform Annuity Agent Trainer ("Trainer") positions. At the time Colonial eliminated these positions, Susan Guy was employed as Manager of Family Insurance, a position she had held since March 1997, and Kitty Graham was employed as one of the two Trainers, a position that she had held since August 12, 2003.

4. I directly participated in the discharge of Ms. Guy and Ms. Graham on January 18, 2005. In particular, Helena Duncan notified me on January 12, 2005 that Linda Green would be contacting me. Linda Green advised me that as a result of a comprehensive reorganization of the division, she would be discharging several employees in the Wealth Management Division, including Kitty Graham and Susan Guy. She asked me to be present during the termination

meetings to present a proposed separation agreement prepared by Colonial's counsel to each employee and to address any questions regarding the terms of the proposed agreements.

5. Later that day, Linda Green and I met with Ms. Graham and Ms. Guy in Colonial's Montgomery corporate offices in separate meetings. With respect to Ms. Graham, Linda Green informed her that Colonial was eliminating her position as part of the organizational restructuring of the Wealth Management Division; that for economic reasons, Wealth Management could no longer justify maintaining the position. Linda Green further informed Graham that if she successfully reapplied for another position, her termination pursuant to the elimination of her Trainer position would not be treated by Colonial as a break in service. Although Ms. Graham appeared very upset during the meeting, Linda Green was very professional and attempted to treat Ms. Graham in as compassionate a manner as possible given the difficult circumstances.

6. After Linda Green informed Ms. Graham that she was being discharged, I presented and reviewed with her the terms of the proposed separation agreement, and specifically advised her that she was eligible to receive 160 hours (or four weeks) severance pay and that she had the right to reapply for another position within the company. Furthermore, because the termination of her employment was not "for cause," Ms. Graham would be eligible to reapply for another position within the company even if she rejected the terms of the proposed separation agreement.

7. At no time during the meeting did Ms. Graham inquire about, or otherwise express interest in, another position within the Wealth Management Division or within Colonial Bank.

8. Shortly after her discharge, Ms. Graham approached me during lunch at a local cafeteria. During that encounter, she was visibly upset about the loss of her position. I expressed concern and strongly encouraged Ms. Graham to reapply for another position with Colonial. At the time Colonial notified Ms. Graham that her position was being eliminated, Colonial posted all job openings on its public internet site.

9. Linda Green and I also met with Susan Guy on January 18, 2005. During that meeting, Linda Green informed Ms. Guy that her position as Manager of the Family Insurance section was being eliminated as part of the restructuring of the Wealth Management division. As with Ms. Graham's position, Ms. Green explained to Ms. Guy that Colonial had concluded that it was no longer economically feasible to maintain the Family Insurance Manager position. Ms. Green was very professional throughout the meeting. At no time during the meeting did Ms. Guy inquire about or express interest in another position within the Wealth Management Division or within Colonial Bank. After Linda Green informed Ms. Guy that she was being discharged, I presented and reviewed with her the terms of the proposed separation agreement, and specifically advised her that she was eligible to receive 160 hours or (or four weeks) severance pay and that she had the right to reapply for another position within the company.

10. Since their discharge, neither Kitty Graham nor Susan Guy has reapplied for another position within Colonial Bank.

11. The elimination of the positions held by Ms. Guy and Ms. Graham was only a small part of the organizational restructuring of the Wealth Management Division. In particular, Colonial eliminated 29 positions during the organizational restructuring of the division in 2005 and 2006. Of the 29 positions eliminated through consolidation and restructuring, 21 were held by employees under the age of 40, and 17 of those 21 positions were held by employees under

the age of 30. Six of the eliminated positions were held by male employees. Moreover, of the 29 positions eliminated, 16 employees (55%) successfully reapplied for other positions within Colonial Bank. Furthermore, reorganization extended to virtually every section of the division, including Family Insurance, Operations, Compliance, Program Area and Trust.

12. The following chart reflects the specific positions eliminated during the organizational restructuring:

<b>POSITIONS ELIMINATED THROUGH 2005/2006 WEALTH MANAGEMENT DIVISION REORGANIZATION</b>					
<b>No.</b>	<b>Position</b>	<b>Name</b>	<b>Date Eliminated</b>	<b>Sex</b>	<b>Age</b>
1.	Regional Sales Director	Richard C. Peterson <sup>1</sup>	08/31/04	M	40
2.	Regional Platform Annuity Trainer	Terri Meeves	01/18/05	F	43
3.	Family Insurance Director	Susan Guy	01/18/05	F	44
4.	Project Manager	Ann Fuller	01/18/05	F	56
5.	Regional Platform Annuity Trainer	Kitty Graham	01/18/05	F	57
6.	Senior Business Analyst	Paul Moyes	07/21/05	M	30
7.	Wealth Management Auditor	Crystal L. Yon	09/16/05	F	27
8.	Brokerage Compliance Officer II	Jessica A. Ferguson	09/16/05	F	30
9.	Licensing Specialist	Bradley C. Dailey	09/16/05	M	30
10.	Brokerage Compliance Officer II	Cay Weaver	09/16/05	F	51
11.	Investment Trading Specialist I	Chad Ary	09/16/05	M	25
12.	Licensing Specialist	Courtney Murchison	09/16/05	F	23
13.	Brokerage Compliance Officer II	Janelle McDougald	09/16/05	F	40
14.	Investment Sales Assistant	Lydia Burkhalter	09/16/05	F	21
15.	Investment Trading Specialist I	Sam Marshall	09/16/05	M	28
16.	Administrative Assistant II	Shira Daniel	09/16/05	F	22
17.	Licensing Manager	Nikole Gober	09/16/05	F	26
18.	Investment Sales Decision	Leslie Black	09/16/05	F	23
19.	Investment Sales Decision	Thelma Sasha Core	09/16/05	F	43
20.	Investment Operations Team Leader	Amanda K. Lee	09/30/05	F	26
21.	Executive Assistant II	Ashley L. Madrid	09/30/05	F	24
22.	Commission Specialist II	Ashley R. Warren	09/30/05	F	29
23.	Investment Sales Assistant	Carl DeWayne Morris	09/30/05	M	31
24.	Investment Sales Assistant	Jennifer Wallace	09/30/05	F	28
25.	File Clerk I	Lesley Henderson	09/30/05	F	20
26.	Investment Sales Decision	Cassandra Glenn	09/30/05	F	27


<sup>1</sup> Although Richard Peterson was terminated for poor performance, his position was eliminated, and his duties were divided into two State Sales Director positions currently held by Kerry Kimmel-Geiger (female) and Andy Rippy (male).

27.	Financial Relationship Coordinator	Ashley R. Warren	03/27/06	F	29
28.	Trust Operations Coordinator II	Jamella Files	05/31/06	F	23
29.	Trust Operations Coordinator I	Franchesca Ross	05/31/06	F	27

13. I am not aware of any facts that would indicate that the elimination of these 29 positions was the result of any decision by the Wealth Management Division or Colonial Bank to eliminate women and/or older employees.

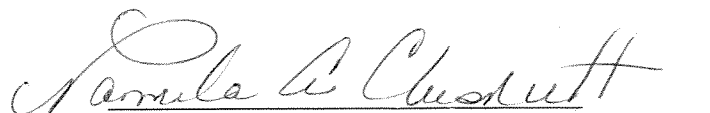
14. Finally, there are numerous female employees who occupy high-level positions in Colonial, including Sarah Moore (age 40), Chief Financial Officer, Patti Hill (age 48), Chief Operating Office, Caryn Cope (age 42), Chief Credit Officer, Michelle Condon (age 52), Executive Vice President of Special Projects, and Rudi Thompson (age 44), Corporate Human Resources Director.

**FURTHER THE AFFIANT SAYETH NOT.**

  
Tara C. Gibson

**SWORN TO AND SUBSCRIBED BEFORE ME** on this the 4<sup>th</sup> day of October 2006.

(SEAL)

  
Notary Public  
My Commission Expires: 11-18-2009